

USA Capital

First Trust Deed Investment

Borrower: Oak Valley Land Investors, LLC or assignee
The Borrower is a joint venture between Fiesta Development, and USA Investment Partners – an affiliate of USA Capital.

Loan Amount: \$20,500,000

Rate: 13.0% (net), payable monthly

Maturity: December 18, 2006

Collateral: First Deed of Trust on approximately 1,540 acres located on Interstate 10 in Calimesa, California, between Redlands and Beaumont/Banning. The land is master-planned for the development of approximately 3,000 residential units, schools, and commercial sites.

The Project: This property generally known as the Oak Valley Specific Plan is located in Calimesa, California on the west side of Interstate 10 between the County Line Road exit and the Sandalwood Drive exit between Redland and Beaumont/Banning. The property already has an approved Specific Plan in place- part of an original 5000 acre master plan, the eastern most portions of which has been developed into the PGA of Southern California Golf Club. This will significantly cut down on the California entitlement process. The Interstate 10 corridor east of Interstate 215 has been one of the fastest growing areas in California over the past few years, as home buyers seek affordability and easy access to employment centers.

The property is beautifully situated with rolling hills, bluffs, and canyons that will lend itself for the development of extensive open space and parks, and will have excellent views of the surrounding country side.

Use of Proceeds: The proceeds from this loan will be used to complete the acquisition of the property, and provide funds for engineering and entitlement work. The purchase agreement for this property was originally entered into in February 2003.

USA Capital
702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121
License #MB 333 10/21/2009

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

EXHIBIT B

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Loan-to-Value: Estimated at less than 40% of the current value of the property. Adjacent property has recently appraised at \$135,000 per finished lot.

Borrower Equity: At close of escrow, over \$4.0 million in equity will have already been deposited toward the purchase of the property.

The Developers: The operating partners of the joint venture – Richard Ashby and Larry Redman – have been developing property in California for over 30 years including such areas as Southridge in Fontana, and Roripaugh Ranch in Temecula. This project is the second joint venture between USA Investment Partners and the principals of Fiesta Development.

Guarantees: Joe Milanowski, and Tom Hantges, the principals of USA Investment Partners, will guarantee the repayment of the loan.

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